

PEPPER HAMILTON LLP
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	
-----X	:	

**VERIFIED STATEMENT OF PEPPER HAMILTON LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pepper Hamilton LLP (“Pepper”), as counsel to the parties designated herein in these jointly administered chapter 11 cases, makes the following disclosure pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure and states as follows:

1. Pepper has been retained to represent various creditors and parties in interest (collectively, the “Entities”) in these jointly administered chapter 11 cases. The Entities and their addresses are listed on Exhibit A, which is attached hereto and made a part hereof.
2. Each of the Entities has requested that Pepper represent them in the Debtors’ chapter 11 cases.
3. Upon information and belief, as of the date hereof, Pepper does not hold any claims against or any interest in the Debtors.
4. BNSF Railway Company (“BNSF”) provided rail transportation and storage services to one or more of the Debtors. BNSF holds prepetition claims against one or more of

the Debtors currently estimated at approximately \$1.4 million. The claims arose in 2009. BNSF may have rights of set off and recoupment, which it is currently investigating.

5. ChannelVantage, Inc. and certain of its affiliates and subsidiaries (collectively, “ChannelVantage”) supplied goods and services to one or more of the Debtors. Pepper represents ChannelVantage in relation to the Debtors’ notice of intent to assume and assign any alleged executory contracts with ChannelVantage and their cure amount claim. ChannelVantage is reviewing its books and records to determine the correct amount of cure. The claim arose in the ordinary course of business.

6. Flex-N-Gate Corporation and certain of its affiliates and subsidiaries (collectively, “FNG”) supplied goods and services to one or more of the Debtors. Pepper represents FNG in relation to the Debtors’ notice of intent to assume and assign any alleged executory contracts with FNG and their cure amount claim in the amount of at least \$29,211,133.95. The claim was acquired in the ordinary course of business in 2009.

7. NovoDynamics, Inc. and certain of its affiliates and subsidiaries (collectively, “NovoDynamics”) supplied goods and services to one or more of the Debtors. Pepper represents NovoDynamics in relation to the Debtors’ notice of intent to assume and assign any alleged executory contracts with NovoDynamics and their cure amount claim in the amount of \$598,765.36. The claim arose in the ordinary course of business.

8. Osram Sylvania Products, Inc. (“Osram”) supplied goods and services to one or more of the Debtors. Pepper represents Osram in relation to the Debtors’ notice of intent to assume and assign any alleged executory contracts with Osram. Osram may not have a cure claim in these cases.

9. Pilkington North America, Inc. and certain of its affiliates and subsidiaries (collectively, "PNA") supplied goods and services to one or more of the Debtors. Pepper represents PNA in relation to the Debtors' notice of intent to assume and assign any alleged executory contracts with PNA and their cure amount claim. PNA is reviewing its books and records to determine the correct amount of cure. The claim arose in the ordinary course of business.

10. SKF USA, Inc. ("SKF") supplied goods and services to one or more of the Debtors. Pepper represents SKF for all purposes relevant to the Debtors' bankruptcy cases including in relation to the Debtors' notice of intent to assume and assign any alleged executory contracts with SKF and the pre-petition cure claim amount to be asserted by SKF in connection therewith in the amount of approximately \$1,305,358.55 (this amount is subject to verification), and in relation to further amounts due on additional product shipped post-petition by SKF to the Debtors. SKF's claims generally arose during calendar years 2008 and 2009.

11. Urban Science Applications, Inc. and certain of its affiliates and subsidiaries (collectively, "Urban Science"), supplied goods and services to one or more of the Debtors. Pepper represents Urban Science in relation to the Debtors' notice of intent to assume and assign any alleged executory contracts with Urban Science and their cure amount claim. Urban Science is reviewing its books and records to determine the correct amount of cure. The claim arose in the ordinary course of business.

12. Valeo Sylvania LLC ("Valeo Sylvania") supplied goods and services to one or more of the Debtors. Pepper represents Valeo Sylvania in relation to the Debtors' notice of intent to assume and assign any alleged executory contracts with Valeo Sylvania and their cure

amount claim in the amount of at least \$600,000. The claim arose in the ordinary course of business.

13. Pepper reserves the right to revise and supplement this statement as necessary.

I, Deborah Kovsky-Apap, hereby certify that this Verified Statement is true and accurate to the best of my knowledge, information, and belief.

Dated: June 24, 2009

PEPPER HAMILTON LLP

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EXHIBIT A
ENTITY NAMES AND ADDRESSES

BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

ChannelVantage Inc.
400 Renaissance Center
Suite 1900
Detroit, MI 48243

Flex-N-Gate Corporation
c/o Tim Graham
Ventra Group Co.
538 Blanchard Park
Tecumseh, Ontario
Canada N8N 2L9

NovoDynamics, Inc.
123 North Ashley Street, Suite 120
Ann Arbor, Michigan 48104

Osram Sylvania Products, Inc.
100 Endicott Street
Danvers, MA 01923

Pilkington North America, Inc.
811 Madison Avenue
P.O. Box 799
Toledo, OH 43697-0799

SKF USA Inc.
890 Forty Foot Road
P.O. Box 332,
Kulpsville, PA 19943-0332

Urban Science Applications, Inc.
200 Renaissance Center
Suite 1800
Detroit, MI 48243

Valeo Sylvania LLC
100 Endicott Street
Danvers, MA 01923